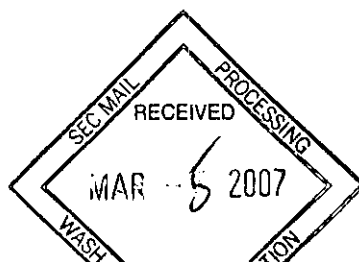


UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

1386226

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	May 31, 2002
Estimated average burden hours per response.....	16.00



FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

B PROCESSED

MAR 12 2007

THOMSON
FINANCIAL

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Limited liability company interests in 1772 BPC Equity, LLC

Filing under (Check box(es) that apply):

☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☐ New Filing ☒ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

1772 BPC Equity, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code)

25 West 45th, Suite 505, New York, New York 10036

Telephone Number

(212) 573-8866

07046308

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

(If different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business

The purpose of the issuer is to be the sole member of (i) 1772 CDF Equity, LLC ("CDF Equity"), who shall be a member with a 10% membership interest in CDF Bronx Portfolio, LLC ("CDF Bronx Portfolio"), pursuant to that certain limited liability operating agreement of CDF Bronx Portfolio (the "CDF Agreement"), who shall be a member with a 100% membership interest in CDF Bronx Portfolio Owner, LLC ("CDF Owner"), pursuant to that certain limited liability operating agreement of CDF Owner who is the sole member of 25 single-member limited liability companies each of which owns one of the 50 buildings comprising 51 addresses (the "CDF Properties"); and (ii) 1772 Diamond Equity, LLC ("Diamond Equity"), who shall be a member with a 10% membership interest in Diamond Bronx Portfolio LLC ("Diamond Bronx Portfolio"), pursuant to that certain limited liability operating agreement of Diamond Bronx Portfolio (the "Diamond Agreement"); the CDF Agreement and the Diamond Agreement are collectively, the "Operating Agreements"), who shall be a member with a 100% membership interest in Diamond Bronx Portfolio Owner LLC ("Diamond Owner"), pursuant to that certain limited liability operating agreement of Diamond Owner who is the sole member of 25 single-member limited liability companies each of which owns one of the 50 buildings comprising 51 addresses (the "Diamond Properties" together with the CDF Properties, the "Properties" which are described on Exhibit A attached hereto (collectively being the "Properties").

Type of Business Organization

☐ corporation

☐ limited partnership, already formed

☒ other (please specify): Limited Liability Company

☐ business trust

☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:

MONTH YEAR
0 1 0 7

☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

D E

General Instructions

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on the ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance

with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized *within the past five years*;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general managing partners of partnership issuers; and
- Each general and managing partnership of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☒ General and/or Managing Partner

1772 BPC Managing Member, LLC

Full Name (Last name first, if individual)

25 West 45th Street, Suite 505 New York NY 10036

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ☐ Yes ☒ No
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ 50,000
3. Does the offering permit joint ownership of a single unit? ☒ Yes ☐ No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchases in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States)☐ All States

[AL]	<input type="checkbox"/>	[AK]	<input type="checkbox"/>	[AZ]	<input type="checkbox"/>	[AR]	<input type="checkbox"/>	[CA]	<input type="checkbox"/>	[CO]	<input type="checkbox"/>	[CT]	<input type="checkbox"/>	[DE]	<input type="checkbox"/>	[DC]	<input type="checkbox"/>	[FL]	<input type="checkbox"/>	[GA]	<input type="checkbox"/>	[HI]	<input type="checkbox"/>	[ID]	<input type="checkbox"/>
[IL]	<input type="checkbox"/>	[IN]	<input type="checkbox"/>	[IA]	<input type="checkbox"/>	[KS]	<input type="checkbox"/>	[KY]	<input type="checkbox"/>	[LA]	<input type="checkbox"/>	[ME]	<input type="checkbox"/>	[MD]	<input type="checkbox"/>	[MA]	<input type="checkbox"/>	[MI]	<input type="checkbox"/>	[MN]	<input type="checkbox"/>	[MS]	<input type="checkbox"/>	[MO]	<input type="checkbox"/>
[MT]	<input type="checkbox"/>	[NE]	<input type="checkbox"/>	[NV]	<input type="checkbox"/>	[NH]	<input type="checkbox"/>	[NJ]	<input type="checkbox"/>	[NM]	<input type="checkbox"/>	[NY]	<input type="checkbox"/>	[NC]	<input type="checkbox"/>	[ND]	<input type="checkbox"/>	[OH]	<input type="checkbox"/>	[OK]	<input type="checkbox"/>	[OR]	<input type="checkbox"/>	[PA]	<input type="checkbox"/>
[RI]	<input type="checkbox"/>	[SC]	<input type="checkbox"/>	[SD]	<input type="checkbox"/>	[TN]	<input type="checkbox"/>	[TX]	<input type="checkbox"/>	[UT]	<input type="checkbox"/>	[VT]	<input type="checkbox"/>	[VA]	<input type="checkbox"/>	[WA]	<input type="checkbox"/>	[WV]	<input type="checkbox"/>	[WI]	<input type="checkbox"/>	[WY]	<input type="checkbox"/>	[PR]	<input type="checkbox"/>

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States)☐ All States

[AL]	<input type="checkbox"/>	[AK]	<input type="checkbox"/>	[AZ]	<input type="checkbox"/>	[AR]	<input type="checkbox"/>	[CA]	<input type="checkbox"/>	[CO]	<input type="checkbox"/>	[CT]	<input type="checkbox"/>	[DE]	<input type="checkbox"/>	[DC]	<input type="checkbox"/>	[FL]	<input type="checkbox"/>	[GA]	<input type="checkbox"/>	[HI]	<input type="checkbox"/>	[ID]	<input type="checkbox"/>
[IL]	<input type="checkbox"/>	[IN]	<input type="checkbox"/>	[IA]	<input type="checkbox"/>	[KS]	<input type="checkbox"/>	[KY]	<input type="checkbox"/>	[LA]	<input type="checkbox"/>	[ME]	<input type="checkbox"/>	[MD]	<input type="checkbox"/>	[MA]	<input type="checkbox"/>	[MI]	<input type="checkbox"/>	[MN]	<input type="checkbox"/>	[MS]	<input type="checkbox"/>	[MO]	<input type="checkbox"/>
[MT]	<input type="checkbox"/>	[NE]	<input type="checkbox"/>	[NV]	<input type="checkbox"/>	[NH]	<input type="checkbox"/>	[NJ]	<input type="checkbox"/>	[NM]	<input type="checkbox"/>	[NY]	<input type="checkbox"/>	[NC]	<input type="checkbox"/>	[ND]	<input type="checkbox"/>	[OH]	<input type="checkbox"/>	[OK]	<input type="checkbox"/>	[OR]	<input type="checkbox"/>	[PA]	<input type="checkbox"/>
[RI]	<input type="checkbox"/>	[SC]	<input type="checkbox"/>	[SD]	<input type="checkbox"/>	[TN]	<input type="checkbox"/>	[TX]	<input type="checkbox"/>	[UT]	<input type="checkbox"/>	[VT]	<input type="checkbox"/>	[VA]	<input type="checkbox"/>	[WA]	<input type="checkbox"/>	[WV]	<input type="checkbox"/>	[WI]	<input type="checkbox"/>	[WY]	<input type="checkbox"/>	[PR]	<input type="checkbox"/>

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States)☐ All States

[AL]	<input type="checkbox"/>	[AK]	<input type="checkbox"/>	[AZ]	<input type="checkbox"/>	[AR]	<input type="checkbox"/>	[CA]	<input type="checkbox"/>	[CO]	<input type="checkbox"/>	[CT]	<input type="checkbox"/>	[DE]	<input type="checkbox"/>	[DC]	<input type="checkbox"/>	[FL]	<input type="checkbox"/>	[GA]	<input type="checkbox"/>	[HI]	<input type="checkbox"/>	[ID]	<input type="checkbox"/>
[IL]	<input type="checkbox"/>	[IN]	<input type="checkbox"/>	[IA]	<input type="checkbox"/>	[KS]	<input type="checkbox"/>	[KY]	<input type="checkbox"/>	[LA]	<input type="checkbox"/>	[ME]	<input type="checkbox"/>	[MD]	<input type="checkbox"/>	[MA]	<input type="checkbox"/>	[MI]	<input type="checkbox"/>	[MN]	<input type="checkbox"/>	[MS]	<input type="checkbox"/>	[MO]	<input type="checkbox"/>
[MT]	<input type="checkbox"/>	[NE]	<input type="checkbox"/>	[NV]	<input type="checkbox"/>	[NH]	<input type="checkbox"/>	[NJ]	<input type="checkbox"/>	[NM]	<input type="checkbox"/>	[NY]	<input type="checkbox"/>	[NC]	<input type="checkbox"/>	[ND]	<input type="checkbox"/>	[OH]	<input type="checkbox"/>	[OK]	<input type="checkbox"/>	[OR]	<input type="checkbox"/>	[PA]	<input type="checkbox"/>
[RI]	<input type="checkbox"/>	[SC]	<input type="checkbox"/>	[SD]	<input type="checkbox"/>	[TN]	<input type="checkbox"/>	[TX]	<input type="checkbox"/>	[UT]	<input type="checkbox"/>	[VT]	<input type="checkbox"/>	[VA]	<input type="checkbox"/>	[WA]	<input type="checkbox"/>	[WV]	<input type="checkbox"/>	[WI]	<input type="checkbox"/>	[WY]	<input type="checkbox"/>	[PR]	<input type="checkbox"/>

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$0	\$0
Equity.....	\$0	\$0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$0	\$0
Limited Liability Company Interests.....	\$9,000,000	\$0
Other (Specify _____)	\$0	\$0
Total	\$9,000,000	\$0

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	0	\$0
Non-accredited Investors	0	\$0
Total (for filing under Rule 504 only)	0	\$0

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505.....	N/A	\$0
Regulation A.....	N/A	\$0
Rule 504.....	N/A	\$0
Total.....	N/A	\$0

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/> \$0
Printing and Engraving Costs.....	<input type="checkbox"/> \$0
Legal Fees.....	<input checked="" type="checkbox"/> \$70,000
Accounting Fees.....	<input checked="" type="checkbox"/> \$8,000
Engineering Fees.....	<input type="checkbox"/> \$0
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/> \$0
Other Expenses (identify) <u>Various blue sky filing fees</u>	<input checked="" type="checkbox"/> \$5,000
Total	<input checked="" type="checkbox"/> \$83,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C- Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."


\$8,917,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C- Question 4.b. above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees. . . . (See Exhibit A annexed hereto)	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase of real estate.	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Repayment of indebtedness.	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Working capital.	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Other (specify): Purchase of membership interests of limited liability companies that indirectly own real estate.	<input checked="" type="checkbox"/> \$8,917,000	<input type="checkbox"/> \$
.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Column Totals.	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$8,917,000	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
1772 BPC Equity, LLC		3/2/07
Title of Signer (Print or Type)		
1772 BPC Managing Member, LLC, its sole managing member		
Title of Signer (Print or Type)		
1772 Bronx Property Company, LLC, its sole member		
Title of Signer (Print or Type)		
Jeffrey C. Goldberg, Manager		

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any disqualification provisions of such rule? Yes ☐ No ☒

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)

Signature

Date

1772 BPC Equity, LLC

Title of Signer (Print or Type)

1772 BPC Managing Member, LLC, its sole managing member

Title of Signer (Print or Type)

1772 Bronx Property Company, LLC, its sole member

Title of Signer (Print or Type)

Jeffrey Goldberg, Manager

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of Security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	Limited Liability Company Interest	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT		X	200,000.00	0	0	0	0		X
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of Security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ		X	600,000.00	0	0	0	0		X
NM									
NY		X	7,900,000	0	0	0	0		X
NC									
ND									
OH									
OK									
OR									
PA		X	300,000.00	0	0	0	0		X
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

EXHIBIT A

List of Properties

1772 BPC Equity, LLC (the "Company") is a limited liability company formed in the State of Delaware who is to be the sole member of (i) 1772 CDF Equity, LLC ("CDF Equity"), who shall be a member with a 10% membership interest in CDF Bronx Portfolio, LLC ("CDF Bronx Portfolio"), pursuant to that certain limited liability operating agreement of CDF Bronx Portfolio (the "CDF Agreement"), who shall be a member with a 100% membership interest in CDF Bronx Portfolio Owner, LLC ("CDF Owner"), pursuant to that certain limited liability operating agreement of CDF Owner who is the sole member of 25 single-member limited liability companies each of which owns one of the 50 buildings comprising 51 addresses (the "CDF Properties"); and (ii) 1772 Diamond Equity, LLC ("Diamond Equity"), who shall be a member with a 10% membership interest in Diamond Bronx Portfolio LLC ("Diamond Bronx Portfolio"), pursuant to that certain limited liability operating agreement of Diamond Bronx Portfolio (the "Diamond Agreement"; the CDF Agreement and the Diamond Agreement are collectively, the "Operating Agreements"), who shall be a member with a 100% membership interest in Diamond Bronx Portfolio Owner LLC ("Diamond Owner"), pursuant to that certain limited liability operating agreement of Diamond Owner who is the sole member of 25 single-member limited liability companies each of which owns one of the 50 buildings comprising 51 addresses (the "Diamond Properties" together with the CDF Properties, the "Properties" which are described below (collectively being the "Properties"). Although there is no maximum or minimum aggregate amount of limited liability company interests which may be sold in this offering, we have inserted the figure of \$9,000,000 in Part C(1) of Form D as a reasonable estimate of the aggregate offering price of such limited liability company interests.

CDF Bronx Portfolio, LLC		Diamond Bronx Portfolio LLC	
Address	Entity Name	Address	Entity Name
1005 JEROME AVE / 1000 ANDERSON AVE	1005 JEROME LLC	155 W 162 ST	155 W 162 LLC
901 WALTON AVE	901 WALTON LLC	751 GERARD AVE	751 GERARD REALTY LLC
845 GERARD AVE	845 GERARD LLC	1014 GERARD AVE	1014 GERARD LLC
711 WALTON AVE	711 WALTON LLC	1160 CROMWELL AVE	1160 CROMWELL LLC
1299 GRAND CONCOURSE	1299 GRAND REALTYCONCOURSE LLC	975 WALTON AVE	975 WALTON LLC
1244 GRAND CONCOURS	1244 GRAND CONCOURSE LLC	1881 GRAND CONCOURSE	1881 GRAND CONCOURSE LLC
1749 GRAND CONCOURSE	1749 GRAND CONCOURSE LLC	161-165 E 179 ST	161-165 E 179 LLC
3534 BRONX BLVD	3534 BRONX BLVD LLC	124 E 177 ST	124 E 177 LLC
3940 CARPENTER AVE	3940 CARPENTER LLC	1212 GRAND CONCOURSE	1212 GRAND CONCOURSE LLC
4254 CARPENTER AVE	4254 CARPENTER LLC	750-760 PELHAM PKWY	750-760 PELHAM PKWY LLC
4064 BRONX BLVD	4064 BRONX BLVD LLC	323 E MOSHOLU PRKWY	323 E MOSHOLU REALTY LLC
640- 642 E 236 ST	640- 642 E 236 LLC	3136 PERRY AVE	3136 PERRY LLC
642-654 E 233 ST	642-654 E 233 LLC	3940 BRONX BLVD	3940 BRONX BLVD LLC
1495 MORRIS AVE	1495 MORRIS LLC	3472 KNOX PLACE	3472 KNOX LLC
1360 PLIMPTON AVE	1360 PLIMPTON LLC	1475 SHERIDAN AVE	1475 SHERIDAN LLC
1750 GRAND AVE	1750 GRAND LLC	1530 SHERIDAN AVE	1530 SHERIDAN LLC
1505 TOWNSEND AVE	1505 TOWNSEND LLC	2055 ANTHONY AVE	2055 ANTHONY LLC
1565 TOWNSEND AVE	1565 TOWNSEND LLC	2320 AQUEDUCT AVE E.	2320 AQUEDUCT LLC
1605 TOWNSEND AVE	1605 TOWNSEND LLC	2600 CRESTON AVE	2600 CRESTON LLC
190 W 170 ST	190 W 170 LLC	271 E 197 ST	271 E 197 REALTY LLC
38-40 FEATHERBED LANE	38-40 FEATHERBED LLC	320 E 197 ST	320 E 197 LLC
315 E 196 ST	315 E 196 LLC	131 W KINGSBRIDGE ROAD	131 W KINGSBRIDGE LLC
1-9 JACOBUS PLACE	1-9 JACOBUS LLC	480 CONCORD AVE	480 CONCORD LLC
2952 MARION AVE.	2952 MARION REALTY LLC	1625-1631 FULTON AVE	1625-1631 FULTON LLC
2979 MARION AVE	2979 MARION LLC	2701 WEBB AVE	2701 WEBB LLC

All of the Properties are located in the Bronx, New York with the exception of 1-9 Jacobus Place which is located in New York, New York.

END